

LOWENSTEIN SANDLER LLP

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*Counsel to the Debtors and
Debtors-in-Possession*

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

In re:

Cinram Group, Inc., *et al.*,¹

Debtors.

Chapter 11

Case No. 17-15258 (VFP)

(Jointly Administered)

**SEVENTEENTH MONTHLY FEE STATEMENT OF LOWENSTEIN SANDLER LLP
FOR THE PERIOD OF JULY 1, 2018 THROUGH JULY 31, 2018**

Lowenstein Sandler LLP, counsel to the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”), submits this seventeenth monthly fee statement for the period of July 1, 2018 through July 31, 2018 (the “Seventeenth Fee Statement”) pursuant to the Court’s *Administrative Fee Order Establishing Certain Procedures for Allowance of Interim Compensation and Reimbursement of Expenses of Professionals Retained By Order of this Court*, dated May 12, 2017 [Docket No. 93] (the “Administrative Order”). Pursuant to the Administrative Order, responses to the Seventeenth Fee Statement, if any, are due by October 11, 2018.

¹ The Debtors in these chapter 11 cases and the last four digits of each Debtor’s taxpayer identification number are as follows: Cinram Group, Inc. (0588), Cinram Property Group, LLC (9738), and Cinram Operations, Inc. (7377). The Debtors conduct all of their business affairs out of offices located at 220 South Orange Avenue, Livingston, New Jersey 07039.

Dated: September 27, 2018

Respectfully submitted,

LOWENSTEIN SANDLER LLP

/s/ Mary E. Seymour

Kenneth A. Rosen, Esq.

Mary E. Seymour, Esq.

Michael Savetsky, Esq.

Michael Papandrea, Esq.

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Counsel to the Debtors and Debtors-in-Possession

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

D.N.J. LBR 2016-1, FEE APPLICATION COVER SHEET

IN RE: Cinram Group, Inc., et al. APPLICANT: Lowenstein Sandler LLP
CASE NO.: 17-15258 (VFP) CLIENT: Chapter 11 Debtors
CHAPTER: 11 CASE FILED: March 17, 2017

COMPLETION AND SIGNING OF THIS FORM CONSTITUTES A CERTIFICATION UNDER
PENALTY OF PERJURY, PURSUANT TO 28 U.S.C. SECTION 1746

RETENTION ORDER(S) ATTACHED

**SEVENTEENTH MONTHLY FEE STATEMENT OF LOWENSTEIN SANDLER LLP
FOR THE PERIOD OF JULY 1, 2018 THROUGH JULY 31, 2018**

SECTION I
FEE SUMMARY

	<u>FEE</u>	<u>EXPENSES</u>
TOTAL PREVIOUS FEES REQUESTED	\$ <u>1,807,473.50</u>	\$ <u>23,467.90</u>
TOTAL FEES ALLOWED TO DATE:	\$ <u>-0-</u>	\$ <u>-0-</u>
TOTAL RETAINER (IF APPLICABLE)	\$ <u>166,390.75</u>	\$ <u>-0-</u>
TOTAL HOLDBACK (IF APPLICABLE)	\$ <u>361,494.70</u>	\$ <u>-0-</u>
TOTAL RECEIVED BY APPLICANT	\$ <u>482,373.40</u>	\$ <u>14,305.30</u>
 FEE TOTALS - PAGE 2	 \$ <u>48,008.00</u>	
DISBURSEMENTS TOTALS - PAGE 2	\$ <u>75.65</u>	
TOTAL FEE APPLICATION	\$ <u>48,083.65</u>	
MINUS 20% HOLDBACK	\$ <u>9,601.60</u>	
AMOUNT SOUGHT AT THIS TIME	\$ <u>38,482.05</u>	

Name of Professional	Year Admitted	Title/Department	Hours	Rate	Fee
Buechler, Bruce	1987	Partner/Bankruptcy	0.30	\$860.00	\$258.00
Rosen, Kenneth A.	1979	Partner/Bankruptcy	4.10	\$1,070.00	\$4,387.00
Seymour, Mary E.	1994	Partner/Bankruptcy	10.80	\$770.00	\$8,316.00
Savetsky, Michael	2005	Counsel/Bankruptcy	48.30	\$690.00	\$33,327.00
Claussen, Diane	N/A	Paralegal/Bankruptcy	2.00	\$260.00	\$520.00
Lawler, Elizabeth B.	N/A	Paralegal/Bankruptcy	5.00	\$240.00	\$1,200.00
Total Fees			70.50		\$48,008.00
Attorney Blended Rate				\$728.94	

**SECTION II
SUMMARY OF SERVICES**

SERVICES RENDERED	HOURS	FEE
Case Administration	2.80	\$1,768.00
Asset Analysis and Recovery	1.40	\$966.00
Meetings of and Communication with Creditors	1.00	\$690.00
Fee/Employment Applications	4.70	\$1,128.00
Employment and Retention Applications - Others	0.10	\$69.00
Fee Applications and Invoices - Others	0.30	\$72.00
Other Contested Matters (excluding assumption/rejection motions)	1.10	\$1,177.00
Business Operations	0.80	\$552.00
Claims Administration and Objections	38.00	\$26,944.00
Plan and Disclosure Statement (including Business Plan)	17.60	\$13,365.00
Court Hearings	2.70	\$1,277.00
SERVICE TOTALS	70.50	\$48,008.00

**SECTION III
SUMMARY OF DISBURSEMENTS**

	AMOUNT
Bulk rate/special postage	\$27.45
Computerized legal research	\$48.20
TOTAL DISBURSEMENTS	\$75.65

**SECTION IV
CASE HISTORY**

(NOTE: Items 3 - 6 are not applicable to applications under 11 U.S.C. §506)

- (1) DATE CASE FILED: March 17, 2017
- (2) CHAPTER UNDER WHICH CASE WAS COMMENCED: 11
- (3) DATE OF RETENTION: April 25, 2017, effective as of March 17, 2017 [Docket No. 84]. See Order attached.
- (4) SUMMARIZE IN BRIEF THE BENEFITS TO THE ESTATE AND ATTACH SUPPLEMENTS AS NEEDED²:
 - a) Lowenstein Sandler spent significant time: (i) attending to mediation issues, including providing updates to Judge Kaplan; (ii) engaging in extensive settlement negotiations with SIR Properties Trust (“SIR”) and Technicolor; (iii) developing a term sheet to address the claims asserted by SIR; and (iv) developing a settlement proposal regarding Technicolor’s claims;
 - b) Lowenstein Sandler conferred with the Debtors regarding plan issues, including possible funding sources, plan options, distribution issues, and claim settlements;
 - c) Lowenstein Sandler prepared a consent order resolving claims asserted by Sentry Insurance Company, and a motion to approve same;
 - d) Lowenstein Sandler prepared for and attended a status conference regarding exclusivity and the claims mediation process;
 - e) Lowenstein Sandler prepared and filed its twelfth and thirteenth monthly fee statements;
 - f) Lowenstein Sandler assisted with the preparation of the Debtors’ Monthly Operating Reports;
 - g) Lowenstein Sandler performed all other legal services for the Debtors that were necessary and proper in these proceedings and in furtherance of the Debtors’ needs.

² The following summary is intended only to highlight the general categories of services performed by Lowenstein Sandler on behalf of the Debtors and the benefits rendered to the Debtors’ estates. The summary is not intended to set forth each of the professional services provided by Lowenstein Sandler during the fee period.

(5) ANTICIPATED DISTRIBUTION TO CREDITORS:

- (A) ADMINISTRATION EXPENSES: (unknown at this time)
- (B) SECURED CREDITORS: (unknown at this time)
- (C) PRIORITY CREDITORS: (unknown at this time)
- (D) GENERAL UNSECURED CREDITORS: (unknown at this time)

(6) FINAL DISPOSITION OF CASE AND PERCENTAGE OF DIVIDEND PAID TO CREDITORS (IF APPLICABLE): Final disposition of case and dividend are unknown at this time.

I certify under penalty of perjury that the foregoing is true and correct.

Dated: September 27, 2018

/s/ Mary E. Seymour
Mary E. Seymour, Esq.



Order Filed on April 25, 2017
by Clerk
U.S. Bankruptcy Court
District of New Jersey

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY
Caption in Compliance with D.N.J. LBR 9004-1

LOWENSTEIN SANDLER LLP

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*Proposed Counsel to the Debtors and
Debtors-in-Possession*

In re:

Cinram Group, Inc., *et al.*¹

Debtors.

Chapter 11

Case No. 17- 15258 (VFP)

(Jointly Administered)

**ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF
LOWENSTEIN SANDLER LLP AS COUNSEL TO THE DEBTORS
EFFECTIVE AS OF THE PETITION DATE**

The relief set forth on the following pages, numbered two (2) through four (3), is hereby **ORDERED**.

DATED: April 25, 2017



Honorable Vincent F. Papalia
United States Bankruptcy Judge

¹ The Debtors in these chapter 11 cases and the last four digits of each Debtor's taxpayer identification number are as follows: Cinram Group, Inc. (0588), Cinram Property Group, LLC (9738), and Cinram Operations, Inc. (7377). The Debtors conduct all of their business affairs out of offices located at 220 South Orange Avenue, Livingston, New Jersey 07039.
33621/2
04/12/2017 200617069.1

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Debtors: Cinram Group, Inc., *et al.*

Case No.: 17-15258 ()

Caption: Order Authorizing the Employment and Retention of Lowenstein Sandler LLP as Counsel to the Debtors Effective as of the Petition Date

Upon consideration of the application (the “Application”)² of the above captioned debtors and debtors-in-possession (collectively, the “Debtors”) for entry of an order authorizing the employment and retention of Lowenstein Sandler LLP (“Lowenstein Sandler”) as counsel to the Debtors, effective as of the Petition Date (March 17, 2017), and upon consideration of the Application and the Seymour Declaration; and the Court being satisfied, based on representations made in the Application that (i) Lowenstein Sandler has no connection with the Debtors, their creditors, any other party in interest, their current respective attorneys or professionals, the United States Trustee or any person employed in the Office of the United States Trustee, and does not represent any entity having an adverse interest to the Debtors in connection with the Debtors’ Chapter 11 Cases, except as set forth in the Seymour Declaration; (ii) Lowenstein Sandler is a “disinterested person” as that phrase is defined in section 101(14) of the Bankruptcy Code, (iii) neither Lowenstein Sandler, nor its professionals, have any connection with the Debtors, their creditors or any other party in interest; and (iv) Lowenstein Sandler’s employment is necessary and in the best interest of the Debtors; and the Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Standing Order of Reference to the Bankruptcy Court Under Title 11* of the United States District Court for the District of New Jersey, entered on July 23, 1984, and amended on September 18, 2012; and venue being proper in this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and this matter being a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and notice of the Application being sufficient under the circumstances; and it appearing that no other or further notice need be provided; and after due deliberation and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Application is **GRANTED** as set forth herein.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Application.

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Debtors: Cinram Group, Inc., *et al.*

Case No.: 17-15258 ()

Caption: Order Authorizing the Employment and Retention of Lowenstein Sandler LLP as Counsel to the Debtors Effective as of the Petition Date

2. The Debtors are authorized to employ and to retain Lowenstein Sandler, effective as of the Petition Date, to serve as the Debtors' counsel in these Chapter 11 Cases.

3. Lowenstein Sandler shall be compensated as set forth in the Application in accordance with sections 330 and 331 of the Bankruptcy Code, the applicable provisions of the Bankruptcy Rules, the Local Rules, and any orders entered in these cases governing professional compensation and reimbursement for services rendered and charges and disbursements incurred. Lowenstein Sandler also intends to make a reasonable effort to comply with the U.S. Trustee's requests for information and disclosures as set forth in the Appendix A Guidelines, both in connection with the Application and interim and final fee applications to be filed by Lowenstein Sandler in these Chapter 11 Cases.

4. The requirement set forth in Local Rule 9013-1(a)(3) that any motion or other request for relief be accompanied by a memorandum of law is hereby deemed satisfied by the contents of the Application or otherwise waived

5. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order.

6. This Court shall retain exclusive jurisdiction to hear and decide any and all disputes related to or arising from the implementation, interpretation and enforcement of this Order.

Form order – ntcorder

UNITED STATES BANKRUPTCY COURT

District of New Jersey
MLK Jr Federal Building
50 Walnut Street
Newark, NJ 07102

Case No.: 17-15258-VFP
Chapter: 11
Judge: Vincent F. Papalia

In Re: Debtor(s) (name(s) used by the debtor(s) in the last 8 years, including married, maiden, trade, and address):
 Cinram Group, Inc. Cinram Operations, Inc.
 fka Cinram Acquisition, Inc.
 Attn: Glenn Langberg, CEO
 220 South Orange Ave
 Livingston, NJ 07039

Social Security No.:

Employer's Tax I.D. No.:
32-0380588

NOTICE OF JUDGMENT OR ORDER
Pursuant to Fed. R. Bankr. P. 9022

Please be advised that on April 26, 2017, the court entered the following judgment or order on the court's docket in the above-captioned case:

Document Number: 84 – 69
Order Granting Application to Employ Lowenstein Sandler LLP as counsel for debtor (Related Doc # 69). Service of notice of the entry of this order pursuant to Rule 9022 was made on the appropriate parties. See BNC Certificate of Notice. Signed on 4/25/2017. (jf)

Parties may review the order by accessing it through PACER or the court's electronic case filing system (CM/ECF). Public terminals for viewing are also available at the courthouse in each vicinage.

Dated: April 26, 2017
JAN: jf

Jeanne Naughton
Clerk

EXHIBIT A

EXHIBIT A

Professional Services rendered by Lowenstein Sandler LLP, through July 31, 2018

In re: Chapter 11

I. SUMMARY OF TIME CHARGES AND HOURLY RATES

Name of Professional	Year Admitted	Title/Department	Hours Spent	Hourly Rate	Charge
Buechler, Bruce	1987	Partner/Bankruptcy	0.30	\$860.00	\$258.00
Rosen, Kenneth A.	1979	Partner/Bankruptcy	4.10	\$1,070.00	\$4,387.00
Seymour, Mary E.	1994	Partner/Bankruptcy	10.80	\$770.00	\$8,316.00
Savetsky, Michael	2005	Counsel/Bankruptcy	48.30	\$690.00	\$33,327.00
Claussen, Diane	N/A	Paralegal/Bankruptcy	2.00	\$260.00	\$520.00
Lawler, Elizabeth B.	N/A	Paralegal/Bankruptcy	5.00	\$240.00	\$1,200.00
TOTAL FEES			70.50		\$48,008.00
Attorney Blended Rate					\$728.94

Cinram Group, Inc.
 Invoice No.: 875115

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 September 27, 2018

TIME DETAIL:

Code	Date	Timekeeper	Time Narrative	Hours	Amount
<u>B100 - Administration</u>					
<u>B110 Case Administration</u>					
B110	07/06/18	MS	E-mails to K. Rosen and M. Seymour re: proposed tolling agreement	0.10	\$69.00
B110	07/09/18	MS	Review e-mail from C. Ingato re: request for tolling agreement	0.10	\$69.00
B110	07/09/18	MS	Call with W. Stapleton re: Technicolor request for tolling agreement	0.30	\$207.00
B110	07/10/18	MS	E-mails with W. Stapleton re: Technicolor request for tolling agreement	0.10	\$69.00
B110	07/10/18	MS	E-mails with C. Ingato re: Technicolor request for tolling agreement	0.20	\$138.00
B110	07/10/18	MS	E-mails with K. Rosen re: Technicolor request for tolling agreement	0.10	\$69.00
B110	07/11/18	MES	Confer with M. Savetsky re: case status and call with W. Stapleton	0.10	\$77.00
B110	07/11/18	MS	Confer with M. Seymour re: case status and call with W. Stapleton	0.10	\$69.00
B110	07/11/18	MS	Draft e-mail to W. Stapleton re: status call	0.10	\$69.00
B110	07/23/18	DC	Tend to filing and service of Monthly Operating Reports for June 2018	0.40	\$104.00
B110	07/25/18	MS	E-mails with D. Claussen re: adjournment requests	0.10	\$69.00
B110	07/25/18	MS	Revise adjournment requests	0.10	\$69.00
B110	07/25/18	MS	E-mails with M. Erbeck and R. Jareck re: adjournment requests	0.10	\$69.00
B110	07/25/18	MS	E-mail to R. Jareck and M. Erbeck re: Court status conference	0.20	\$138.00
B110	07/25/18	MS	E-mail to G. Langberg re: Court status conference	0.40	\$276.00
B110	07/30/18	MS	Review tolling agreements between Technicolor and non-Debtors	0.10	\$69.00

Cinram Group, Inc.
 Invoice No.: 875115

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 September 27, 2018

Code	Date	Timekeeper	Time Narrative	Hours	Amount
B110	07/30/18	MS	Call with M. Seymour re: proposed tolling agreements	0.10	\$69.00
B110	07/31/18	MS	E-mails with W. Stapleton re: tolling agreements	0.10	\$69.00
Total B110 - Case Administration				2.80	\$1,768.00
<u>B120 Asset Analysis and Recovery</u>					
B120	07/08/18	MS	Review draft proposed search terms and date ranges for Rule 2004 requests	1.40	\$966.00
Total B120 - Asset Analysis and Recovery				1.40	\$966.00
<u>B150 Meetings of and Communication with Creditors</u>					
B150	07/03/18	MS	E-mails with C. Ingato re: Technicolor request for a tolling agreement	0.40	\$276.00
B150	07/06/18	MS	Call with J. Testa and C. Ingato re: request for tolling agreement and settlement discussions	0.40	\$276.00
B150	07/06/18	MS	E-mails with W. Stapleton re: proposed tolling agreement	0.10	\$69.00
B150	07/07/18	MS	E-mails with J. Testa re: claims settlement discussions	0.10	\$69.00
Total B150 - Meetings of and Communication with Creditors				1.00	\$690.00
<u>B160 Fee/Employment Applications</u>					
B160	07/02/18	EBL	Prepare Lowenstein Sandler's February 2018 monthly fee statement and related documents	1.40	\$336.00
B160	07/03/18	EBL	Finalize (.2); efile (.2); prepare service (.3); prepare certification of service (.2); efile certification of service (.1) re: LS Twelfth Monthly Fee Statement	1.00	\$240.00
B160	07/12/18	EBL	Prepare LS March monthly fee statement and related documents	1.20	\$288.00
B160	07/13/18	EBL	Prepare CNO to LS Eleventh Monthly Fee Statement	0.20	\$48.00

Cinram Group, Inc.
 Invoice No.: 875115

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 September 27, 2018

Code	Date	Timekeeper	Time Narrative	Hours	Amount
B160	07/13/18	EBL	Finalize (.1) and e-file (.2) Lowenstein Sandler's thirteenth monthly fee statement (March 2018); prepare service (.3); prepare and e-file certificate of service (.3)	0.90	\$216.00

Total B160 - Fee/Employment Applications	4.70	\$1,128.00
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B165 Employment and Retention Applications - Others

B165	07/11/18	MS	E-mails with J. Catalano re: payment of professional fees	0.10	\$69.00
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Total B165 - Employment and Retention Applications - Others	0.10	\$69.00
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B175 Fee Applications and Invoices - Others

B175	07/11/18	EBL	Review and respond to inquiry from M. Savetsky re: fee apps and CNOS filed by EisnerAmper and Cole Sholtz to date	0.30	\$72.00
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Total B175 - Fee Applications and Invoices - Others	0.30	\$72.00
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B190 Other Contested Matters (excluding assumption/rejection motions)

B190	07/19/18	KAR	Conference call with Judge Kaplan and Technicolor re: settlement	1.10	\$1,177.00
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Total B190 - Other Contested Matters (excluding assumption/rejection motions)	1.10	\$1,177.00
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B200 - Operations

B210 Business Operations

B210	07/20/18	MS	Review draft MORs for June for each Debtor	0.50	\$345.00
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B210	07/20/18	MS	E-mails with J. Olsakovsky re: June MORs	0.10	\$69.00
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B210	07/23/18	MS	Review revised MORs for June 2018 for filing	0.20	\$138.00
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Cinram Group, Inc.
Invoice No.: 875115Page 5
September 27, 2018

Code	Date	Timekeeper	Time Narrative	Hours	Amount
Total B210 - Business Operations				0.80	\$552.00
<u>B300 - Claims and Plan</u>					
<u>B310 Claims Administration and Objections</u>					
B310	07/02/18	MS	Draft e-mail to G. Langberg re: SIR claims settlement discussions	0.10	\$69.00
B310	07/02/18	MS	Draft e-mail to J. Testa re: Technicolor claims settlement discussions	0.10	\$69.00
B310	07/02/18	MS	E-mail with K. Rosen re: Technicolor claims settlement discussions	0.10	\$69.00
B310	07/03/18	MES	Confer with M. Savetsky re: negotiations with Technicolor	0.10	\$77.00
B310	07/03/18	MS	Call with G. Langberg re: negotiations with Technicolor to resolve claims	0.50	\$345.00
B310	07/03/18	MS	Confer with M. Seymour re: negotiations with Technicolor	0.10	\$69.00
B310	07/03/18	MS	Call with J. Testa re: settlement discussions re: Technicolor claims	0.40	\$276.00
B310	07/05/18	MS	Draft response to term sheet from Technicolor re: settlement discussions	1.90	\$1,311.00
B310	07/05/18	MS	E-mails with K. Rosen re: settlement discussions with Technicolor and SIR	0.30	\$207.00
B310	07/05/18	MS	E-mails with G. Langberg re: settlement discussions with Technicolor	0.10	\$69.00
B310	07/06/18	MS	Call with G. Langberg re: response to Technicolor term sheet	0.40	\$276.00
B310	07/09/18	KAR	Exchange e-mails with Judge Kaplan re: Technicolor status and re: documentation for SIR deal	0.40	\$428.00
B310	07/09/18	MES	Call with M. Savetsky re: SIR claim term sheet	0.30	\$231.00
B310	07/09/18	MS	Call with M. Seymour re: SIR claim term sheet	0.30	\$207.00
B310	07/09/18	MS	Review/revise term sheet for proposed resolution of SIR claims	0.90	\$621.00

Cinram Group, Inc.
Invoice No.: 875115Page 6
September 27, 2018

Code	Date	Timekeeper	Time Narrative	Hours	Amount
B310	07/09/18	MS	E-mails with K. Rosen re: SIR claim settlement proposal	0.20	\$138.00
B310	07/09/18	MS	Review SIR claim settlement proposal	0.20	\$138.00
B310	07/09/18	MS	Review and finalize response to Technicolor term sheet	1.20	\$828.00
B310	07/09/18	MS	Review claims register	0.10	\$69.00
B310	07/10/18	MES	Confer with M. Savetsky re: draft settlement term sheet with SIR and revisions thereto	0.90	\$693.00
B310	07/10/18	MS	E-mails with K. Rosen re: claims mediation issues	0.20	\$138.00
B310	07/10/18	MS	Confer with M. Seymour re: draft settlement term sheet with SIR and revisions thereto	0.90	\$621.00
B310	07/10/18	MS	E-mail to G. Langberg re: revised term sheet for proposed resolution of SIR claims	0.20	\$138.00
B310	07/10/18	MS	Review and further revise term sheet for proposed resolution of SIR claims	1.10	\$759.00
B310	07/10/18	MS	Call with J. Testa re: claim settlement discussions with Technicolor and mediation	0.20	\$138.00
B310	07/10/18	MS	E-mails with G. Langberg re: claim settlement discussions with Technicolor	0.30	\$207.00
B310	07/11/18	MS	Draft and revise e-mail to Judge Kaplan re: mediation issues and status of settlement discussions	0.70	\$483.00
B310	07/11/18	MS	Call with G. Langberg re: letters of credit	0.10	\$69.00
B310	07/11/18	MS	E-mails with K. Rosen re: update to Judge Kaplan	0.20	\$138.00
B310	07/11/18	MS	E-mails with M. Seymour re: update to Judge Kaplan	0.10	\$69.00
B310	07/11/18	MS	Draft e-mail to J. Testa re: settlement discussions	0.20	\$138.00
B310	07/12/18	MS	E-mails with J. Catalano re: Bank Direct claims	0.10	\$69.00
B310	07/12/18	MS	Review claims register and summary	0.50	\$345.00
B310	07/12/18	MS	Call with M. Seymour re: claim totals	0.10	\$69.00
B310	07/12/18	MS	E-mails with G. Langberg and C. Ingato re: workers' compensation claims	0.10	\$69.00

ALL DETAILED INFORMATION IS CONSIDERED TO BE PRIVILEGED AND CONFIDENTIAL.

Cinram Group, Inc.
 Invoice No.: 875115

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 September 27, 2018

Code	Date	Timekeeper	Time Narrative	Hours	Amount
B310	07/13/18	MS	Confer with K. Rosen re: status of claim settlement discussions	0.10	\$69.00
B310	07/13/18	MS	E-mails with J. Testa re: settlement discussions	0.10	\$69.00
B310	07/13/18	MS	E-mail to Judge Kaplan re: claims mediation	0.10	\$69.00
B310	07/16/18	MS	E-mails with Judge Kaplan re: mediation call with Technicolor	0.10	\$69.00
B310	07/17/18	MES	Confer with M. Savetsky re: term sheet with SIR	0.20	\$154.00
B310	07/17/18	MS	Review and revise draft settlement term sheet with SIR	0.60	\$414.00
B310	07/17/18	MS	Draft e-mail to Judge Kaplan re: claims mediation issues	0.40	\$276.00
B310	07/17/18	MS	Confer with M. Seymour re: term sheet with SIR	0.20	\$138.00
B310	07/17/18	MS	E-mail to J. Testa re: settlement proposal; review e-mails re: call with mediator	0.10	\$69.00
B310	07/18/18	KAR	Telephone conference with M. Seymour re: settling with Technicolor	0.30	\$321.00
B310	07/18/18	KAR	Telephone conference with G. Langberg re: Technicolor	0.30	\$321.00
B310	07/18/18	MES	Review e-mail from M. Savetsky re: workers' compensation claims	0.20	\$154.00
B310	07/18/18	MS	E-mails with G. Langberg re: call with Judge Kaplan and next steps	0.20	\$138.00
B310	07/18/18	MS	Call with G. Langberg re: Technicolor claims and mediation issues	0.40	\$276.00
B310	07/18/18	MS	E-mail to M. Seymour re: workers' compensation claims	0.20	\$138.00
B310	07/18/18	MS	Review Technicolor's response to settlement offer/parameters	0.30	\$207.00
B310	07/18/18	MS	Call with G. Langberg re: Technicolor's response to settlement offer	0.10	\$69.00
B310	07/18/18	MS	Draft e-mail to Judge Kaplan re: claims mediation issues	0.10	\$69.00
B310	07/19/18	KAR	Pre-call with Judge Kaplan re: Technicolor settlement proposal	0.50	\$535.00

ALL DETAILED INFORMATION IS CONSIDERED TO BE PRIVILEGED AND CONFIDENTIAL.

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Code	Date	Timekeeper	Time Narrative	Hours	Amount
B310	07/19/18	MS	E-mails with G. Langberg re: settlement discussions with Technicolor	0.10	\$69.00
B310	07/19/18	MS	E-mails with J. Testa re: settlement discussions with Technicolor	0.10	\$69.00
B310	07/19/18	MS	Confer with M. Seymour re: claim settlement discussions and next steps	0.10	\$69.00
B310	07/19/18	MS	Call with G. Langberg re: claim settlement discussions and next steps	0.10	\$69.00
B310	07/19/18	MS	Draft e-mail to M. Erbeck re: claim settlement discussions	0.90	\$621.00
B310	07/19/18	MS	Call with Judge Kaplan, K. Rosen and M. Seymour re: settlement discussions	0.50	\$345.00
B310	07/20/18	MES	E-mails with G. Langberg and M. Savetsky re: proposal to settle Sentry claims	0.20	\$154.00
B310	07/20/18	MS	Draft consent order resolving Sentry claims	1.70	\$1,173.00
B310	07/20/18	MS	Review proposal re: settlement of Sentry claims	0.10	\$69.00
B310	07/20/18	MS	Call with G. Langberg re: proposal to settle Sentry claims	0.20	\$138.00
B310	07/20/18	MS	E-mails with G. Langberg and M. Seymour re: proposal to settle Sentry claims	0.20	\$138.00
B310	07/20/18	MS	Review Sentry claims	0.20	\$138.00
B310	07/23/18	MES	Confer with M. Savetsky re: Sentry claims and e-mail to M. Seymour re: draft consent order	0.10	\$77.00
B310	07/23/18	MS	Draft application to approve consent order resolving Sentry claims	3.60	\$2,484.00
B310	07/23/18	MS	Review and revise draft consent order resolving Sentry claims	0.70	\$483.00
B310	07/23/18	MS	Confer with M. Seymour re: Sentry claims and e-mail to M. Seymour re: draft consent order	0.10	\$69.00
B310	07/23/18	MS	E-mail to W. Stapleton re: claim settlement discussions with Technicolor	0.10	\$69.00
B310	07/23/18	MS	E-mails with W. Stapleton re: Technicolor letters of credit	0.40	\$276.00
B310	07/25/18	MES	Confer with M. Savetsky re: workers' compensation claims and strategy	0.40	\$308.00

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Code	Date	Timekeeper	Time Narrative	Hours	Amount
B310	07/25/18	MES	Participate in call (partial) with G. Langberg, M. Savetsky re: workers' compensation claims issues	0.40	\$308.00
B310	07/25/18	MS	E-mails with J. Testa re: settlement discussions and telephonic status conference	0.20	\$138.00
B310	07/25/18	MS	E-mails with J. Catalano re: Pennsylvania letter of credit	0.10	\$69.00
B310	07/25/18	MS	Revise draft consent order resolving Sentry claims	0.10	\$69.00
B310	07/25/18	MS	E-mail to G. Langberg re: draft consent order resolving Sentry claims	0.10	\$69.00
B310	07/25/18	MS	Calls with G. Langberg and M. Seymour (partial) re: workers compensation claim issues	0.80	\$552.00
B310	07/25/18	MS	Call with G. Langberg re: claims settlement discussions with Technicolor	0.50	\$345.00
B310	07/25/18	MS	Confer with M. Seymour re: workers' compensation claims and strategy	0.40	\$276.00
B310	07/25/18	MS	E-mails with M. Seymour re: Sentry claims	0.10	\$69.00
B310	07/26/18	DC	Review Withdrawal of Claims by Bank Direct and update Master Claims Spreadsheet	0.20	\$52.00
B310	07/26/18	MS	Draft detailed status e-mail to Judge Kaplan re: Technicolor claims mediation	1.60	\$1,104.00
B310	07/26/18	MS	E-mails with J. Catalano re: workers' compensation claims	0.10	\$69.00
B310	07/26/18	MS	E-mail to G. Langberg re: follow up with Judge Kaplan	0.10	\$69.00
B310	07/27/18	MS	Call with G. Langberg re: claim settlement discussions	0.40	\$276.00
B310	07/27/18	MS	Call with J. Testa and G. Langberg re: settlement discussions	0.50	\$345.00
B310	07/29/18	MS	Review and revise e-mail to Judge Kaplan re: claims settlement issues	0.70	\$483.00
B310	07/30/18	MES	Confer with M. Savetsky re: discussions with G. Langberg re: claim settlement	0.20	\$154.00
B310	07/30/18	MS	E-mail to J. Testa re: settlement proposal to Technicolor	0.10	\$69.00
B310	07/30/18	MS	Call with M. Erbeck re: claim settlement discussions	0.40	\$276.00

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Code	Date	Timekeeper	Time Narrative	Hours	Amount
B310	07/30/18	MS	Confer with M. Seymour re: discussions with G. Langberg re: claim settlement	0.40	\$276.00
B310	07/30/18	MS	Call with Judge Kaplan re: settlement proposal to Technicolor	0.10	\$69.00
B310	07/30/18	MS	Further revise e-mail to Judge Kaplan re: claims settlement issues	1.40	\$966.00
B310	07/30/18	MS	Calls with G. Langberg re: claims settlement strategy	0.50	\$345.00
B310	07/30/18	MS	Calls with G. Langberg re: settlement proposal to Technicolor	0.30	\$207.00
B310	07/30/18	MS	Further revise settlement proposal to Technicolor	0.40	\$276.00
Total B310 - Claims Administration and Objections				38.00	\$26,944.00

B320 Plan and Disclosure Statement (including Business Plan)

B320	07/05/18	KAR	Telephone conference with G. Langberg re: scope of releases in settlement proposals	0.20	\$214.00
B320	07/09/18	MS	Call with G. Langberg re: claim and plan issues	0.30	\$207.00
B320	07/11/18	KAR	Telephone conference with G. Langberg re: release issues	0.20	\$214.00
B320	07/12/18	MES	Call with M. Savetsky, W. Stapleton re: Technicolor settlement and plan funding	0.80	\$616.00
B320	07/12/18	MES	Review and revise settlement term sheet for SIR claim resolution for Judge Kaplan's review	0.60	\$462.00
B320	07/12/18	MS	Draft e-mails to W. Stapleton re: claims and plan issues	0.70	\$483.00
B320	07/12/18	MS	Call with W. Stapleton and M. Seymour re: plan issues	0.80	\$552.00
B320	07/12/18	MS	Call with G. Langberg re: plan discussions	0.40	\$276.00
B320	07/13/18	MS	E-mails with W. Stapleton re: plan and claim settlement matters	0.40	\$276.00
B320	07/13/18	MS	Call with G. Langberg re: plan issues and Toshiba claim	0.20	\$138.00
B320	07/13/18	MS	Call with G. Langberg re: plan issues	0.60	\$414.00

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Code	Date	Timekeeper	Time Narrative	Hours	Amount
B320	07/16/18	MS	E-mails with G. Langberg and W. Stapleton re: plan discussions	0.20	\$138.00
B320	07/17/18	BB	Office conference with M. Seymour and M. Savetsky to discuss plan options and strategy	0.30	\$258.00
B320	07/17/18	KAR	Telephone conference with M. Seymour re: plan distributions (.2); review chart from G. Langberg (.2); draft comments re: amended Plan of Reorganization distributions (.2)	0.60	\$642.00
B320	07/17/18	MES	Call with M. Savetsky re: revised settlement term sheet with SIR and plan discussions	0.20	\$154.00
B320	07/17/18	MES	Review and revise draft term sheet and settlement proposal with SIR	0.60	\$462.00
B320	07/17/18	MES	Call with K. Rosen re: plan distribution issues	0.20	\$154.00
B320	07/17/18	MES	Conference with W. Stapleton, M. Savetsky, G. Langberg re: possible funding sources for plan, mediation issues with Technicolor	0.90	\$693.00
B320	07/17/18	MES	Office conference with B. Buechler and M. Savetsky to discuss plan options and strategy	0.30	\$231.00
B320	07/17/18	MS	Confer with B. Buechler and M. Seymour re: plan issues	0.30	\$207.00
B320	07/17/18	MS	Call with W. Stapleton, M. Seymour and G. Langberg re: plan issues	0.90	\$621.00
B320	07/17/18	MS	E-mail to W. Stapleton re: plan and claim issues	0.10	\$69.00
B320	07/17/18	MS	Call with M. Seymour re: revised settlement term sheet with SIR and plan discussions	0.20	\$138.00
B320	07/18/18	KAR	Telephone conference with M. Seymour re: Plan of Reorganization at below 100%	0.20	\$214.00
B320	07/18/18	KAR	Review Technicolor Plan of Reorganization counteroffer	0.30	\$321.00
B320	07/18/18	MES	Prepare for mediation session with Technicolor, Judge Kaplan and review revised settlement proposal	0.60	\$462.00
B320	07/18/18	MES	Confer with M. Savetsky re: claims and plan issues	0.40	\$308.00
B320	07/18/18	MS	Draft e-mail to W. Stapleton re: plan issues	0.10	\$69.00
B320	07/18/18	MS	Review claims and plan issues	0.50	\$345.00

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Code	Date	Timekeeper	Time Narrative	Hours	Amount
B320	07/18/18	MS	Confer with M. Seymour re: claims and plan issues	0.40	\$276.00
B320	07/19/18	MES	Participate in mediation session with Judge Kaplan, Technicolor re: settlement proposal to Technicolor	1.10	\$847.00
B320	07/19/18	MES	Conference call with Judge Kaplan, K. Rosen, G. Langberg, M. Savetsky in connection with mediation session with Technicolor	0.50	\$385.00
B320	07/19/18	MS	E-mail to W. Stapleton re: claim settlement and plan discussions	0.10	\$69.00
B320	07/19/18	MS	E-mails with M. Seymour re: call with W. Stapleton re: plan discussions	0.10	\$69.00
B320	07/19/18	MS	Call with Judge Kaplan, J. Testa, T. O'Toole, M. Seymour and G. Langberg re: mediation of Technicolor's claims	1.10	\$759.00
B320	07/19/18	MS	Call with G. Langberg and W. Stapleton re: claim settlement and plan discussions	0.60	\$414.00
B320	07/24/18	MES	Conferences (3) with M. Savetsky, K. Rosen re: Technicolor settlement proposal and mediation session	0.40	\$308.00
B320	07/26/18	MS	E-mails with W. Stapleton re: mediation status	0.30	\$207.00
B320	07/31/18	MES	Review multiple emails re: tolling agreements, revisions to settlement proposal to SIR	0.20	\$154.00
B320	07/31/18	MES	Participate in status conference with Judge Papalia	0.40	\$308.00
B320	07/31/18	MES	Prepare for status conference with Judge Papalia	0.30	\$231.00
Total B320 - Plan and Disclosure Statement (including Business Plan)				17.60	\$13,365.00

B400 - Bankruptcy-Related Advice

B430A Court Hearings

B430A	07/24/18	DC	Discussion with M. Savetsky re: adjournment of July 31 hearing and telephone call to the court re: alternate hearing date	0.20	\$52.00
B430A	07/25/18	DC	Prepare adjournment requests for July 31 hearing, discuss same with M. Savetsky and courtroom deputy, and draft e-mail to chambers re: same	0.50	\$130.00

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Code	Date	Timekeeper	Time Narrative	Hours	Amount
B430A	07/25/18	DC	Discussion with courtroom deputy re: request for telephonic appearances on 7/31/18 and discuss same with attorneys	0.20	\$52.00
B430A	07/26/18	DC	Coordinate telephonic status conference for July 31, 2018 and confirm courtcall appearance	0.50	\$130.00
B430A	07/31/18	MES	Confer with M. Savetsky re: status conference re: exclusivity and claims mediation	0.20	\$154.00
B430A	07/31/18	MS	Prepare for status conference re: exclusivity and claims mediation	0.50	\$345.00
B430A	07/31/18	MS	Telephonic status conference re: exclusivity and claims mediation	0.40	\$276.00
B430A	07/31/18	MS	Confer with M. Seymour re: status conference re: exclusivity and claims mediation	0.20	\$138.00
Total B430A - Court Hearings				2.70	\$1,277.00

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Timekeeper Summary (by Task):

Task	Task Description	Hours	Fees
B110	Case Administration	2.80	\$1,768.00
B120	Asset Analysis and Recovery	1.40	\$966.00
B150	Meetings of and Communication with Creditors	1.00	\$690.00
B160	Fee/Employment Applications	4.70	\$1,128.00
B165	Employment and Retention Applications - Others	0.10	\$69.00
B175	Fee Applications and Invoices - Others	0.30	\$72.00
B190	Other Contested Matters (excluding assumption/rejection motions)	1.10	\$1,177.00
B210	Business Operations	0.80	\$552.00
B310	Claims Administration and Objections	38.00	\$26,944.00
B320	Plan and Disclosure Statement (including Business Plan)	17.60	\$13,365.00
B430A	Court Hearings	2.70	\$1,277.00
	Total	70.50	\$48,008.00

EXHIBIT B

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EXHIBIT B**Actual and necessary disbursements incurred by Lowenstein Sandler LLP****II. Summary of Disbursement Charges**

Bulk rate/special postage	\$27.45
Computerized legal research	\$48.20
Total Disbursements	\$75.65

The above charges are based upon time and expense records available on or about the date of the attached letter. Such records are believed in good faith to be accurate and substantially up to date, but there may be fees and expenses that have not been processed as of such date which Lowenstein Sandler LLP may submit in the future. Lowenstein Sandler LLP reserves the right to amend this monthly statement at a later date.

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DISBURSEMENT DETAIL:

<u>Date</u>	<u>Description</u>	<u>Amount</u>
04/19/18	Computerized legal research: Pacer: VENDOR: Pacer Service Center INVOICE#: 3212377-Q22018 DATE: 7/13/2018 Date: 04/19/2018 Court: NJBK Pages: 3	\$0.30
04/20/18	Computerized legal research: Pacer: VENDOR: Pacer Service Center INVOICE#: 4586608-Q2218 DATE: 7/16/2018 Date: 04/20/2018 Court: 00PCL Pages: 9	\$0.90
04/20/18	Computerized legal research: Pacer: VENDOR: Pacer Service Center INVOICE#: 4586608-Q2218 DATE: 7/16/2018 Date: 04/20/2018 Court: NJBK Pages: 31	\$3.10
05/21/18	Computerized legal research: Pacer: VENDOR: Pacer Service Center INVOICE#: 4586608-Q2218 DATE: 7/16/2018 Date: 05/21/2018 Court: NCWBK Pages: 46	\$4.60
05/21/18	Computerized legal research: Pacer: VENDOR: Pacer Service Center INVOICE#: 4586608-Q2218 DATE: 7/16/2018 Date: 05/21/2018 Court: NJBK Pages: 101	\$10.10
05/21/18	Computerized legal research: Pacer: VENDOR: Pacer Service Center INVOICE#: 4586608-Q2218 DATE: 7/16/2018 Date: 05/21/2018 Court: NYEDC Pages: 16	\$1.60
05/21/18	Computerized legal research: Pacer: VENDOR: Pacer Service Center INVOICE#: 4586608-Q2218 DATE: 7/16/2018 Date: 05/21/2018 Court: NYSBK Pages: 3	\$0.30
06/05/18	Computerized legal research: Pacer: VENDOR: Pacer Service Center INVOICE#: 3212377-Q22018 DATE: 7/13/2018 Date: 06/05/2018 Court: NJBK Pages: 30	\$3.00
06/15/18	Computerized legal research: Pacer: VENDOR: Pacer Service Center INVOICE#: 3212377-Q22018 DATE: 7/13/2018 Date: 06/15/2018 Court: NJBK Pages: 9	\$0.90
06/21/18	Computerized legal research: Pacer: VENDOR: Pacer Service Center INVOICE#: 3212377-Q22018 DATE: 7/13/2018 Date: 06/21/2018 Court: NJBK Pages: 169	\$16.90
06/21/18	Computerized legal research: Pacer: VENDOR: Pacer Service Center INVOICE#: 3212377-Q22018 DATE: 7/13/2018 Date: 06/21/2018 Court: NYSBK Pages: 6	\$0.60
06/22/18	Computerized legal research: Pacer: VENDOR: Pacer Service Center INVOICE#: 4586608-Q2218 DATE: 7/16/2018 Date: 06/22/2018 Court: NJBK Pages: 59	\$5.90
	Bulk rate/special postage	\$27.45
	Total Disbursements	<u>\$75.65</u>